MEETING NO. 4245

JOURNAL OF PROCEEDINGS

BOARD OF TRUSTEES OF THE GENERAL RETIREMENT SYSTEM OF THE CITY OF DETROIT

HELD WEDNESDAY, NOVEMBER 6, 2019

10:00 A.M.

RETIREMENT SYSTEMS CONFERENCE ROOM ALLY CENTER, 500 WOODWARD AVENUE; SUITE 3000 DETROIT, MICHIGAN 48226

TRUSTEES PRESENT

Wendell Anthony Trustee
Jermaine Brown Trustee
Tasha L. Cowan Trustee
Kimberly Hall-Wagner Trustee

Christa McIellan Ex-Officio Trustee/City Treasurer
John Naglick Ex-Officio Trustee/Deputy CFO

June Nickleberry Trustee/Chairperson

Crystal Perkins Trustee

Thomas Sheehan Trustee/Vice- Chairperson

TRUSTEES EXCUSED

Scott Benson Ex-Officio Trustee/City Council Member

TRUSTEES ABSENT

None

ALSO PRESENT

David Cetlinski Executive Director

Gail A. Oxendine

Ryan Bigelow

Assistant Executive Director
Chief Investment Officer

Michael VanOverbeke General Counsel

Joann Harrison Administrative Assistant

STAFF EXCUSED

None

CHAIRPERSON

June Nickleberry

The Board's Recording Secretary took a verbal Roll Call at 10:05 a.m. and Chairperson Nickleberry called the meeting to order.

<u>Present at Roll Call</u>: Jermaine Brown, Tasha L. Cowan, Kimberly Hall-Wagner, Crystal Perkins, and Thomas Sheehan

Re: Legacy Plan Service Retirement(s)

Motion By: Trustee Sheehan - Supported By: Trustee Perkins

RESOLVED, that the application(s) for retirement from the **COMPONENT II** (**LEGACY**) **PLAN** as outlined below be hereby APPROVED:

NAME, TITLE, DEPARTMENT Gerald Blackshear – TEO - Transportation

SERVICE CREDIT 17-11
EFFECTIVE DATE 10-05-19

NAME, TITLE, DEPARTMENT Varnessa J. Golson-Buford – Trans Term

Assistant - Transportation

SERVICE CREDIT 14-10 EFFECTIVE DATE 11-07-19

NAME, TITLE, DEPARTMENT Reginald D. Ellison – Elec Instr Ctrl Tech –

Water & Sewerage

SERVICE CREDIT 22-01 EFFECTIVE DATE 01-01-16

NAME, TITLE, DEPARTMENT

Barbara L. Naragon – Librarian II - Library

SERVICE CREDIT 10-00 EFFECTIVE DATE 09-28-19

NAME, TITLE, DEPARTMENT Kenneth Stewart – General Auto Mechanic

- Transportation

SERVICE CREDIT 16-10 EFFECTIVE DATE 09-30-19

Yeas: Brown, Cowan, Hall-Wagner, Perkins, Sheehan and Chairperson Nickleberry- 6

Navs: None

Re: Early Retirement (s)

Motion By: Trustee Sheehan - Supported By: Trustee Perkins

RESOLVED, that the application(s) for **EARLY RETIREMENT** as outlined below be hereby APPROVED:

NAME, TITLE, DEPARTMENT

Duane Hudnall – TEO - Transportation

SERVICE CREDIT 22-04 EFFECTIVE DATE 10-01-19

NAME, TITLE, DEPARTMENT Richard D. Terrell – Vehicle Operator III -

Transportation

SERVICE CREDIT 20-11
EFFECTIVE DATE 09-28-19

NAME, TITLE, DEPARTMENT Juanita C. Waller – Senior Clerk-Pension -

Finance

SERVICE CREDIT 19-08 EFFECTIVE DATE 11-09-19

Yeas: Brown, Cowan, Hall-Wagner, Perkins, Sheehan and Chairperson Nickleberry - 6

Nays: None

Re: Vested Retirement(s)

Motion By: Trustee Sheehan - Supported By: Trustee Perkins

RESOLVED, that the application(s) for **VESTED RETIREMENT** as outlined below be hereby APPROVED:

NAME, TITLE, DEPARTMENT Valeria C. Bond – Exec Sec II - Finance

SERVICE CREDIT 15-06 EFFECTIVE DATE 02-01-15

NAME, TITLE, DEPARTMENT Dennis Collins – Sr. Water Systems Chemist –

Water & Sewerage

SERVICE CREDIT 14-08
EFFECTIVE DATE 10-01-19

Re: Vested Retirement(s) - continued

NAME, TITLE, DEPARTMENT Michael Crawford – Playleader –SS -

Recreation

SERVICE CREDIT 10-08 EFFECTIVE DATE 10-01-19

NAME, TITLE, DEPARTMENT Regina Daniels – Perm Invs-Water Serv –

Water & Sewerage

SERVICE CREDIT 12-04 EFFECTIVE DATE 10-01-19

NAME, TITLE, DEPARTMENT Lelerrlyn D. Williams – Nutritionist - Health

SERVICE CREDIT 16-07 EFFECTIVE DATE 10-01-19

NAME, TITLE, DEPARTMENT Elaine Wills – Pr Governmental Analyst -

Information Tech Services

SERVICE CREDIT 11-02 EFFECTIVE DATE 10-01-19

Yeas: Brown, Cowan, Hall-Wagner, Perkins, Sheehan and Chairperson Nickleberry- 6

Nays: None

Re: Hybrid Plan Service Retirement(s)

Motion By: Trustee Sheehan - Supported By: Trustee Perkins

RESOLVED, that the application(s) for retirement from the **COMPONENT I (HYBRID) PLAN** as outlined below be hereby APPROVED:

NAME, TITLE, DEPARTMENT Gerald Blackshear – TEO - Transportation

SERVICE CREDIT 05-03 EFFECTIVE DATE 10-05-19

NAME, TITLE, DEPARTMENT Reginald D. Ellison – Elec Instr Ctrl Tech –

Water & Sewerage

SERVICE CREDIT 01-06 EFFECTIVE DATE 01-01-16

NAME, TITLE, DEPARTMENT Barbara L. Naragon – Librarian II - Library

SERVICE CREDIT 05-03 EFFECTIVE DATE 09-28-19

Re: Hybrid Plan Service Retirement(s) - continued

NAME, TITLE, DEPARTMENT Kenneth Stewart – General Auto Mechanic

- Transportation

SERVICE CREDIT 05-03 EFFECTIVE DATE 09-30-19

Yeas: Brown, Cowan, Hall-Wagner, Perkins, Sheehan and Chairperson Nickleberry- 6

Nays: None

Re: Change of Computation Converted Duty Disability - Service Retirement(s)

Motion By: Trustee Sheehan - Supported By: Trustee Perkins

RESOLVED, that the application(s) for retirement from the **CONVERTED DUTY DISABILITY SERVICE RETIREMENTS – CHANGE IN COMPUTATION** as outlined below be hereby APPROVED:

NAME, TITLE, DEPARTMENT Kimberly Smith – RCPO - DPW

SERVICE CREDIT 19-11 EFFECTIVE DATE 12-05-18

Yeas: Brown, Cowan, Hall-Wagner, Perkins, Sheehan and Chairperson Nickleberry- 6

RECEIPTS: The Board received the following receipts for Acknowledgment:

Cash Receip	ots		Cash Account:	HYBLIQRES		
Company:	RSCD-General		Start Date:	10/11/2019		
			End Date:	11/4/2019		
Doc. Date	Module	Tran. Type	Doc. Nbr.	Description	R/C	Receipt
10/11/2019	CA	Cash Entry	001912	Pre tax pension contributions 10-11-19.	R/C	63,337.82
10/11/2019	CA	Cash Entry	001913	Post tax annuity contributions 10-11-19.	R/C	66,359.29
10/15/2019	CA	Cash Entry	001917	Pre tax pension contributions 10-11-19	R/C	298,029.62
10/15/2019	CA	Cash Entry	001918	Post tax annuity contributions 10-11-19.	R/C	140,520.90
10/18/2019	CA	Cash Entry	001927	Pre tax pension contributions 10-18-19	R/C	41,809.84
10/18/2019	CA	Cash Entry	001928	Post tax annuity contributions 10-18-19	R/C	43,597.62
10/25/2019	CA	Cash Entry	001940	Pre tax pension contributions 10-25-19	R/C	360,152.10
10/25/2019	CA	Cash Entry	001941	Post tax annuity contributions 10-25-19	R/C	205,506.75
					-	1,219,313.94
Cash Receip	ots		Cash Account:	LIQ RESERV		
Company:	RSCD-Ge	eneral	Start Date:	10/11/2019		
			End Date:	11/4/2019		
Doc. Date	Module	Tran. Type	Doc. Nbr.	Description	R/C	Receipt
10/18/2019	CA	Cash Entry	001926	Loan Deductions 10-11-19 (\$50,552.25)	R/C	50,552.25
10/23/2019	CA	Cash Entry	001939	Loan Deductions 10-18-19 (\$16,456.30)	R/C	16,456.30
10/29/2019	CA	Cash Entry	001946	Loan Deductions 10-25-19 (\$50,348.81)	R/C	50,348.81
					22 <u>—</u>	117,357.36
				Total Receipts	=	1,336,671.30

Re: Fees and Expenses

Resolution Moved By: Trustee Cowan - Supported By: Trustee Perkins

WHEREAS, the Board has been presented with the List of Disbursements for Board Approval which is referenced below requesting payment for Fees and Expenses, and

WHEREAS, the Board has been requested to approve payment of said Fees and Expenses; **THEREFORE BE IT**

RESOLVED, that subject to staff audit and approval of all Legal Fees by the Board's General Counsel, the Board **APPROVE** payment of the following Fees and Expenses:

GENERAL RETIREMENT SYSTEM CITY OF DETROIT

					Page: 1 of 2
			Disbursem	nent Report	Date: 11/4/2019 9:21 AM
Account	Payment Method	Currency			
LIQ RESERV	WIRE	US			
Vendor Name			Invoice Number	Invoice Description	Amount To Pay
BNY Mellon			111-2019-0036761	Management Fees - 3rd Qtr '19	46,704.62
Bridgett Hardy			103119BH	IT Contractual Wages	4,560.28
James R. Hollins	S		103119JH	IT Contractual Wages	4,203.77
Raymond R. Tch	nou		103119RT	IT Contractual Wages	7,592.38
Venkat Rallapall	i / Highbrow Systems,	Inc.	103119VR	IT Contractual Wages	6,180.85
			Cash Account/Pay	ment Method Total: 5 Documents	69,241.90
HUNT - VEN	ACH	us			
Vendor Name			Invoice Number	Invoice Description	Amount To Pay
500 WEBWARD	LLC		92915	Door Repair and Odor Tracking	39.82
500 WEBWARD	LLC		94079	November 2019 Rent	26,050.94
American Realty	Advisors (ARA)		7173	Management Fees - 3rd Qtr '19	10,000.00
Barrow, Hanley,	Mewhinney & Strauss	s, LLC	3Q19	Management Fees 3rd Qtr '19	44,075.00
BlackRock Financial Management, Inc			190930-4690-A	Management Fees - 3rd Qtr '19	40,476.08
BLOOMBERG FINANCE LP			5605200502	Bloomberg Anywhere 10/21/19-1/20/20	5,857.75
BRANDYWINE GLOBAL INVESTMENT MGMT			19525	Management Fees 3rd Qtr '19	60,654.10
CDW GOVERNMENT			VCR3364	Computer Equipment	96.65
CRESTWOOD	ASSOCIATES L.L.C.		INV051564	Acumatica Training & Implementation	75.00
EARNEST PAR	TNERS, LLC		3Q19DETGRS	Management Fees - 3rd Qtr '19	39,070.93
EARNEST PAR	TNERS, LLC		3Q19DETINTRL	Management Fees - 3rd Qtr '19	200,570.79
FIDELITY INSTITUTIONAL ASSET MGT TRUST CO			20190930-4576-A	Management Fees 3rd Qtr '19	64,735.69
GABRIEL, ROEDER, SMITH & CO			450401	EDRO Calculations for Paul Senia	1,350.00
GABRIEL, ROEDER, SMITH & CO			450413	EDRO Calculations for Calvin Bozeman	1,350.00
GABRIEL, ROEDER, SMITH & CO			450415	EDRO Calculations for Aziz Rahimzadeh	1,200.00
Manulife Asset Management U.S., LLC			00000001557	Management Fees 3rd Qtr '19	44,666.81
PIEDMONT INVESTMENT ADVISORS,LLC			INV12287	Management Fees 3rd Qtr '19	19,739.95
Premier Parking (fka Ultimate Parking)			192129	Parking - November 2019	1,727.00
PROCENTIA, INC			2333	Procentia Implementation	55,398.06
PZENA INVESTMENT MANAGEMENT, LLC			19213-1-007	Management Fees 2nd Qtr '19	51,782.74

Vendor Name	Invoice Number	Invoice Description	Amount To Pay
QUILL CORPORATION	2022294	Office Supplies	531.00
RHUMBLINE ADVISERS	detgen2019Q3	Management Fees 3rd Qtr '19	10,410.00
SALIENT CAPITAL ADVISORS	3Q19	Management Fees 3rd Qtr '19	65,992.65
SSI INVESTMENT MANAGEMENT	002019-0314	Management Fees 3rd Qtr '19	54,123.00
VANOVERBEKE MICHAUD & TIMMONY, P.C.	0819	General Counsel Matters for August 2019	26,096.00
WESTFIELD CAPITAL MANAGEMENT	20190930-107-123-/ Management Fees 3rd Qtr '19		101,873.65
	Cash Account/Pa	yment Method Total: 26 Documents	927,943.61
HUNT - VEN CHECK US			
Vendor Name	Invoice Number	Invoice Description	Amount To Pay
ASCENSION MICHIGAN AT WORK	367109	Disability Re-Exam Fee	250.00
CINTAS CORPORATION-300	4033854406	Floor Mats	130.65
COMCAST	101719	High Speed Internet	180.25
DELL MARKETING, LP	10339983697	Computer Equipment	113.62
DEROY & DEVEREAUX	3Q19	Management Fees - 3rd Qtr '19	28,657.00
DIRECTV	36830878947	Service Charges 10/23/19-11/22/19	39.12
FEDEX	6-622-21539R	FedEx Mailing (Reissue Invoice)	26.20
FEDEX	6-713-91221R	FedEx Mailing (Reissue Invoice)	26.20
FEDEX	6-754-93537	FedEx Mailing	41.65
FEDEX	6-762-85185	FedEx Mailing	26.26
First CHOICE Coffee Services	648507	Coffee Supplies	150.52
First CHOICE Coffee Services	650139	Equipment Rental	30.00
IRON MOUNTAIN	170025	Data Domain Service	1,229.53
IRON MOUNTAIN	201970437	Storage CDs	880.29
MILLER LAW	65774	GRS/City of Detroit for August 2019	3,231.25
OFFICE DEPOT	393872094001	Office Supplies	58.95
OFFICE DEPOT	393872095001	Office Supplies	5.19
OFFICE DEPOT	393872096001	Office Supplies	4.74
RACINE & ASSOCIATES	12613	DGRS v. Capozzoli - September 2019	20,522.45
SCANTRON	14613719	Toner Cartridge Supply	1,478.24
	8128395208	Shredding Service Charges	49.72
SHRED-IT USA			
SHRED-IT USA TASHA L COWAN	101619TLC	Trustee Parking	16.00
	101619TLC 102760584	Trustee Parking Printer Maintenance	16.00 129.10

Yeas: Brown, Cowan, Hall-Wagner, Perkins, Sheehan and Chairperson Nickleberry- 6

Re: Refunds of Accumulated Contributions (Annuity Savings Fund)

Resolution Moved By: Trustee Sheehan - Supported By: Trustee Cowan

RESOLVED, that the contributions to the Annuity Savings Fund by members of the General Retirement System, as set forth:

List No. 7436 - \$283,427.33 List No. 7437 - \$371,231.84 List No. 7438 - \$302,530.97

Including interest, be **REFUNDED**, pending audit by the Retirement Systems' Accounting Staff.

Yeas: Brown, Cowan, Hall-Wagner, Perkins, Sheehan and Chairperson Nickleberry- 6

Nays: None

Re: Employee Loan Program October 23, 2019

Resolution Moved By: Trustee Sheehan - Supported By: Cowan

RESOLVED, that the disbursements for the Employee Loan Program by members of the General Retirement System, as set forth in the amount of: **\$42,412.00** including interest, be hereby **APPROVED.**

Yeas: Brown, Cowan, Hall-Wagner, Perkins, Sheehan and Chairperson Nickleberry- 6

Nays: None

Re: Employee Loan Program October 30, 2019

Resolution Moved By: Trustee Sheehan - Supported By: Trustee Cowan

RESOLVED, that the disbursements for the Employee Loan Program by members of the General Retirement System, as set forth in the amount of: \$17,229.00 including interest, be hereby **APPROVED.**

Yeas: Brown, Cowan, Hall-Wagner, Perkins, Sheehan and Chairperson Nickleberry- 6

Re: Employee Loan Program November 6, 2019

Resolution Moved By: Trustee Sheehan - Supported By: Trustee Cowan

RESOLVED, that the disbursements for the Employee Loan Program by members of the General Retirement System, as set forth in the amount of: **\$22,937.00** including interest, be hereby **APPROVED.**

Yeas: Brown, Cowan, Hall-Wagner, Perkins, Sheehan and Chairperson Nickleberry- 6

Nays: None

Trustee Naglick entered at 10:10 am.

ASSISTANT EXECUTIVE DIRECTOR'S REPORT

No Report

EXECUTIVE DIRECTOR'S REPORT

Executive Director, **David Cetlinski**, had no formal report, but discussed the following with the Board of Trustees:

 Update on the status of the annual audit and receipt of GASB reports to complete the audit

CHIEF INVESTMENT OFFICER'S REPORT

Chief Investment Officer, Ryan Bigelow discussed the following matters with the Board:

- CIO Report
- Seminole Balance Real Estate Fund
 - Offer to sell interest in the fund and recommended by the CIO to sell; tabled until the next Board meeting
- GRS Kona Corp. & GRS Oasis Corp. Kona, Hawaii real estate parcels
 - Recommendation from Lou Vogt of Banyan Realty and the CIO to sell the remaining parcel at the asking price of \$900,000

Motion By: Trustee Sheehan – Supported By: Trustee Perkins

RE: GRS Oasis Corp. and GRS Kona Corp.: Authorization of Purchase Agreements

WHEREAS, the Board is the sole shareholder of GRS Oasis Corp. and GRS Kona Corp. (each a "Corporation" and collectively, the "Corporations"),

WHEREAS, GRS Oasis Corp. has received an offer to purchase the land owned by the Corporation in the state of Hawaii (the "Oasis Property") from MP FINANCIAL GROUP, Ltd., a Nevada corporation ("Purchaser"),

WHEREAS, GRS Kona Corp. has received an offer to purchase the land owned by the Corporation in the state of Hawaii (the Kona Property") from the Purchaser,

WHEREAS, the Board has received a letter dated November 5, 2019 from the Board's real estate advisor, Banyan Realty Advisors, LLC ("Banyan"), stating that Banyan has reviewed both offers and has recommended that the Board approve both offers and requesting that the Board authorize Louis E. Vogt, President of Banyan, to execute a purchase agreement (each a "Purchase Agreement" and collectively, the "Purchase Agreements") on behalf of GRS Oasis Corp. and GRS Kona Corp. for the Oasis Property and the Kona Property, respectively, on terms consistent with the terms contained in the Banyan letter to the Board,

WHEREAS, the execution of said Purchase Agreements has been recommended by the Board's special legal counsel, F. Logan Davidson,

WHEREAS, the execution of Purchase Agreements has been reviewed and approved as to form by the Board's legal counsel and the execution of said documents is consistent with prior action of the Board,

RESOLVED, That said Purchase Agreements be executed by Louis E. Vogt on behalf of GRS Oasis Corp and GRS Kona Corp., and be it further

RESOLVED, that all conveyance documents in connection with the foregoing sales be executed by officers of the respective Corporations and the Louis E. Vogt be authorized and directed to sign such closing statements and other miscellaneous certificates and documents related to closing of the sales on behalf of the respective Corporations.

Yeas: Brown, Cowan, Hall-Wagner, Naglick, Perkins, Sheehan and Chairperson Nickleberry–

Nays: None

Trustee Anthony entered at 10:30 am.

CHIEF INVESTMENT OFFICER'S REPORT (cont.)

- Private Equity Fund to Fund manager search/review continues Grosvenor and Muller & Monroe
- Townsend Group and CIO recommend approving up to \$23.5 mil commitment to Black Creek Industrial Fund – Tabled to the next Board meeting
- Core Fixed Income manager search CIO recommendation to hire Income Research & Management for a two-third investment of \$70 mil, and Garcia Hamilton for a one-third investment of the same

Motion By: Trustee Sheehan – Supported By: Trustee Naglick

RESOLVED, to approve the recommendation of the Investment Committee and the Chief Investment Officer to approve the allocation of 4% of the Retirement System's portfolio into Core Fixed Income with two-thirds of the allocation to Income Research & Management and one-third to Garcia Hamilton subject to review and approval of the Investment Management Agreements by General Counsel and the Investment Staff.

Yeas: Anthony, Brown, Cowan, Hall-Wagner, Naglick, Perkins, Sheehan and Chairperson Nickleberry– 8

Nays: None

• Short Duration High Yield manager was discussed and tabled to the next Investment Committee meeting to consider other managers

Trustee Mclellan entered at 11:00 am.

- Fort Shelby property was discussed relative to the borrower's request to extend the hotel and residential maturity date of the loans to complete sales of the residential properties.
- NEPC Flash Performance Report

Motion By: Trustee Perkins - Supported By: Trustee Hall-Wagner

RESOLVED, that the extension of the Fort Shelby property \$17.8 mil hotel and \$2.9 mil residential loans, which mature on November 30, 2019, be extended to mature on March 31, 2020, as hereby recommended by the CIO, be hereby **APPROVED**.

Yeas: Anthony, Brown, Cowan, Hall-Wagner, Mclellan, Naglick, Perkins, Sheehan and Chairperson Nickleberry– 9

PRESENTATION

Republic Underwriters – Fiduciary Liability Insurance

Fiduciary Liability Insurance of \$15 million coverage for December 21, 2019 through December 21, 2020 is scheduled to be renewed. Hudson Insurance Company has agreed to quote the coverage for the entire \$15 million limit, with a \$250,000 deductible. This results in an annual savings of approximately \$300,000. The insurance is quoted to be renewed at \$301,861 premium.

Motion By: Trustee Sheehan – Supported By: Trustee Anthony

RESOLVED, that the renewal of the December 21, 2019 – December 21, 2020 fiduciary liability insurance of \$15 mil coverage, with a \$250,000 deductible, and at an annual premium of \$301,861, be hereby **APPROVED**.

Yeas: Anthony, Brown, Cowan, Hall-Wagner, Mclellan, Naglick, Perkins, Sheehan and Chairperson Nickleberry– 9

Motion By: Trustee Sheehan – Supported By: Trustee Anthony

The Board motioned to go into **Closed Session** to discuss matters related to the Gateway Marketplace.

Yeas: Anthony, Brown, Cowan, Hall-Wagner, McIellan, Naglick, Perkins, Sheehan and Chairperson Nickleberry–9

Nays: None

Motion By: Trustee Cowan – Supported By: Trustee Sheehan

The Board motioned to go into **Open Session** to discuss matters related to the Gateway Marketplace.

Trustee Anthony exited at 11:40 am.

Motion By: Trustee Cowan – Supported By: Trustee Naglick

RESOLVED, that the recommendation made by Lou Vogt of Banyan Realty and the CIO, regarding the Gateway Marketplace, as discussed in closed session, be hereby **APPROVED**.

Yeas: Brown, Cowan, McIellan, Naglick, Perkins, Sheehan and Chairperson Nickleberry-7

Navs: Hall-Wagner

GENERAL COUNSEL'S REPORT

None

NEW BUSINESS/OLD BUSINESS

None

ADJOURNMENT

Trustee Sheehan moved to adjourn meeting #4245; Trustee Perkins supported.

There being no further business before the Board, **Chairperson Nickleberry** adjourned the meeting at 11:45 a.m. The Board's next meeting is scheduled for **Wednesday**, **November 20**, **2019**, at 10:00 a.m. in the Retirement System's Conference Room; 500 Woodward Avenue Suite 3000; Detroit, Michigan 48226.

RESPECTFULLY SUBMITTED,

GAIL A. OXENDINE, ASSISTANT EXECUTIVE DIRECTOR

Taré a. Kendene